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**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re SOLUTIA, INC., et al.	:	
Debtors.	:	
-----	X	
WILMINGTON TRUST COMPANY, AS	:	No. 07 CV 5998 (GBD)
SUCCESSOR INDENTURE TRUSTEE TO	:	
JPMORGAN CHASE BANK, N.A.,	:	MOTION TO ADMIT COUNSEL
	:	PRO HAC VICE
Appellant	:	
v.	:	
SOLUTIA, INC.,	:	
Appellee.	:	
-----	X	

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I, Bennett J. Murphy, a member in good standing of the bar of this Court, hereby move for an Order allowing the admission pro hac vice of:

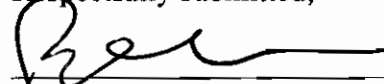
Applicant's Name: Bruce Bennett
 Firm Name: Hennigan, Bennett & Dorman LLP
 Address: 865 S. Figueroa Street, Suite 2900
 City/State/Zip: Los Angeles, CA 90017
 Phone Number: 213-694-1200
 Fax Number: 213-694-1234

Bruce Bennett is a member in good standing of the Bar of the State of California.

There are no pending disciplinary proceedings against Bruce Bennett in any State or Federal court.

Dated: July 12, 2007
 Los Angeles, California

Respectfully submitted,



Bennett J. Murphy (BM-8485)
 Hennigan, Bennett & Dorman LLP
 865 S. Figueroa Street, Suite 2900
 Los Angeles, CA 90017
 Telephone: (213) 694-1200
 Facsimile: (213) 694-1234

620911 \$50 7-17-07 MB

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**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re SOLUTIA, INC., et al. :

Debtors. :

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WILMINGTON TRUST COMPANY, AS :
SUCCESSOR INDENTURE TRUSTEE TO :
JPMORGAN CHASE BANK, N.A., :

Appellant :

v. :

SOLUTIA, INC., :

Appellee. :

No. 07 CV 5998 (GBD)

**AFFIDAVIT OF BENNETT J.
MURPHY IN SUPPORT OF
MOTION TO ADMIT COUNSEL
PRO HAC VICE**

State of California)
)
County of Los Angeles)

ss:

BENNETT J. MURPHY, being duly sworn, hereby deposes and says as follows:

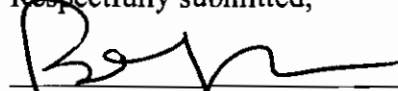
1. I am a Partner at Hennigan, Bennett & Dorman LLP, counsel for Intervenor The *Ad Hoc* Committee of Solutia Noteholders (the "Noteholders Committee") in the above captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of the Noteholders Committee's motion to admit Bruce Bennett as counsel pro hac vice to represent the Noteholders Committee in this matter.
2. I am a member in good standing of the bars of the state of New York and California, and was admitted to practice law in New York on June 20, 1984 and California on December 12, 1994. I am also admitted to and in good standing with the bars of the United States District Courts for the Central, Southern, Northern and Eastern Districts of California, the District of Arizona, and the Third and Ninth Circuit Courts of Appeals.
3. I have known Bruce Bennett since 1979.
4. Mr. Bennett is a partner at Hennigan, Bennett & Dorman LLP in Los Angeles, California.

5. I have found Mr. Bennett to be a skilled attorney and person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Procedure.
6. Accordingly, I am pleased to move the admission of Bruce Bennett, pro hac vice.
7. I respectfully submit a proposed order granting the admission of Bruce Bennett, pro hac vice, which is attached hereto as Exhibit A.

WHEREFORE it is respectfully requested that the motion to admit Bruce Bennett, pro hac vice, to represent the Noteholders Committee in the above captioned matter, be granted.

Dated: July 12, 2007
Los Angeles, California
Notarized:

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Bennett J. Murphy', written over a horizontal line.

Bennett J. Murphy (BM-8485)

EXHIBIT A

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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SOLUTIA, INC.,	:
	:
Appellee.	:
----- x	

No. 07 CV 5998 (GBD)

**ORDER FOR ADMISSION PRO
HAC VICE ON WRITTEN MOTION**

Upon the motion of Bennett J. Murphy, attorney for Intervenor The *Ad Hoc* Committee of Solutia Noteholders and said sponsor attorney's affidavit in support;

IT IS HEREBY ORDERED that

Applicant's Name: Bruce Bennett
Firm Name: Hennigan, Bennett & Dorman LLP
Address: 865 S. Figueroa Street, Suite 2900
City/State/Zip: Los Angeles, CA 90017
Telephone/Fax: 213-694-1200/ 213-694-1234
Email Address: bennettb@hbdlawyers.com

is admitted to practice pro hac vice as counsel for Intervenor The *Ad Hoc* Committee of Solutia Noteholders in the above captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov. Counsel shall forward the pro hac vice fee to the Clerk of Court.

Dated:
City, State:

Hon. Laura Taylor Swain

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the foregoing Motion for Admission of Attorney Bruce Bennett *Pro Hac Vice* was served on July 12, 2007, via First Class U.S. mail, postage prepaid to:

Jonathan S. Henes, Esq.
Michael Frishberg, Esq.
Kirkland & Ellis LLP
153 East 53rd Street
New York, New York 10022

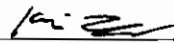
David J. Zott, Esq.
Thomas L. Campbell
Jeffrey J. Zeiger, Esq.
Kirkland & Ellis LLP
200 East Randolph Drive
Chicago, Illinois 60601

Eric A. Schaffer, Esq.
Robert C. Shenfeld, Esq.
Reed Smith LLP
599 Lexington Avenue
New York, New York 10022

Daniel H. Golden, Esq.
Akin, Gump, Strauss, Hauer & Feld
590 Madison Avenue
New York, New York 10022

Edward S. Weisfelner, Esq.
Brown Rudnick Berlack Israels LLP
Seven Times Square
New York, New York 10036

Steven D. Pohl, Esq.
Brown Rudnick Berlack Israels LLP
One Financial Center
Boston, Massachusetts 02111



Kevin Floyd



THE STATE BAR OF CALIFORNIA

MEMBER SERVICES CENTER

180 HOWARD STREET, SAN FRANCISCO, CALIFORNIA 94105-1639

TELEPHONE: 888-800-3400

June 29, 2007

TO WHOM IT MAY CONCERN:

This is to certify that according to the records of the State Bar, BRUCE SCOTT BENNETT, #105430 was admitted to the practice of law in this state by the Supreme Court of California on December 3, 1982; and has been since that date, and is at date hereof, an ACTIVE member of the State Bar of California; and that no recommendation for discipline for professional or other misconduct has ever been made by the Board of Governors or a Disciplinary Board to the Supreme Court of the State of California.

THE STATE BAR OF CALIFORNIA

A handwritten signature in black ink, appearing to read "Kath Lambert".

Kath Lambert
Custodian of Membership Records

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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JPMORGAN CHASE BANK, N.A.,	:
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Appellant	:
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**MOTION TO ADMIT COUNSEL
PRO HAC VICE**

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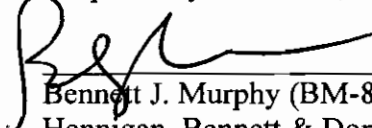
Applicant's Name: Joshua D. Morse
Firm Name: Hennigan, Bennett & Dorman LLP
Address: 865 S. Figueroa Street, Suite 2900
City/State/Zip: Los Angeles, CA 90017
Phone Number: 213-694-1200
Fax Number: 213-694-1234

Joshua D. Morse is a member in good standing of the Bar of the State of California.

There are no pending disciplinary proceedings against Joshua D. Morse in any State or Federal court.

Dated: July 12, 2007
Los Angeles, California

Respectfully submitted,


Bennett J. Murphy (BM-8485)
Hennigan, Bennett & Dorman LLP
865 S. Figueroa Street, Suite 2900
Los Angeles, CA 90017
Telephone: (213) 694-1200
Facsimile: (213) 694-1234

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MURPHY IN SUPPORT OF
MOTION TO ADMIT COUNSEL
PRO HAC VICE**

State of California)
) ss:
County of Los Angeles)

BENNETT J. MURPHY, being duly sworn, hereby deposes and says as follows:

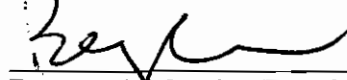
1. I am a Partner at Hennigan, Bennett & Dorman LLP, counsel for Intervenor The *Ad Hoc* Committee of Solutia Noteholders (the "Noteholders Committee") in the above captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of the Noteholders Committee's motion to admit Joshua D. Morse as counsel pro hac vice to represent the Noteholders Committee in this matter.
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3. I have known Joshua D. Morse since 2000.
4. Mr. Morse is an associate at Hennigan, Bennett & Dorman LLP in Los Angeles, California.

5. I have found Mr. Morse to be a skilled attorney and person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Procedure.
6. Accordingly, I am pleased to move the admission of Joshua D. Morse, pro hac vice.
7. I respectfully submit a proposed order granting the admission of Joshua D. Morse, pro hac vice, which is attached hereto as Exhibit A.

WHEREFORE it is respectfully requested that the motion to admit Joshua D. Morse, pro hac vice, to represent the Noteholders Committee in the above captioned matter, be granted.

Dated: July 12, 2007
Los Angeles, California
Notarized:

Respectfully submitted,



Bennett J. Murphy (BM-8485)

EXHIBIT A

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SOUTHERN DISTRICT OF NEW YORK**

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Upon the motion of Bennett J. Murphy, attorney for Intervenor The *Ad Hoc* Committee of Solutia Noteholders and said sponsor attorney's affidavit in support;

IT IS HEREBY ORDERED that

Applicant's Name:	Joshua D. Morse
Firm Name:	Hennigan, Bennett & Dorman LLP
Address:	865 S. Figueroa Street, Suite 2900
City/State/Zip:	Los Angeles, CA 90017
Telephone/Fax:	213-694-1200/ 213-694-1234
Email Address:	morsej@hbdlawyers.com

is admitted to practice pro hac vice as counsel for Intervenor The *Ad Hoc* Committee of Solutia Noteholders in the above captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov. Counsel shall forward the pro hac vice fee to the Clerk of Court.

Dated:
City, State:

Hon. Laura Taylor Swain

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the foregoing Motion for Admission of Attorney Joshua D. Morse *Pro Hac Vice* was served on July 12, 2007, via First Class U.S. mail, postage prepaid to:

Jonathan S. Henes, Esq.
Michael Frishberg, Esq.
Kirkland & Ellis LLP
153 East 53rd Street
New York, New York 10022


Daniel H. Golden, Esq.
Akin, Gump, Strauss, Hauer & Feld
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New York, New York 10022

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Edward S. Weisfelner, Esq.
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Seven Times Square
New York, New York 10036

Eric A. Schaffer, Esq.
Robert C. Shenfeld, Esq.
Reed Smith LLP
599 Lexington Avenue
New York, New York 10022

Steven D. Pohl, Esq.
Brown Rudnick Berlack Israels LLP
One Financial Center
Boston, Massachusetts 02111



Kevin Floyd



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MEMBER SERVICES CENTER

180 HOWARD STREET, SAN FRANCISCO, CALIFORNIA 94105-1639

TELEPHONE: 888-800-3400

June 29, 2007

TO WHOM IT MAY CONCERN:

This is to certify that according to the records of the State Bar, JOSHUA DAVID MORSE, #211050 was admitted to the practice of law in this state by the Supreme Court of California on December 5, 2000; and has been since that date, and is at date hereof, an ACTIVE member of the State Bar of California; and that no recommendation for discipline for professional or other misconduct has ever been made by the Board of Governors or a Disciplinary Board to the Supreme Court of the State of California.

THE STATE BAR OF CALIFORNIA

A handwritten signature in black ink, appearing to read "Kath Lambert".

Kath Lambert
Custodian of Membership Records